

16-6a-303 Emergency powers.

- (1) In anticipation of or during an emergency defined in Subsection (4), the board of directors may:
 - (a) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent;
 - (b) adopt bylaws to be effective only in an emergency; and
 - (c)
 - (i) relocate the principal office;
 - (ii) designate an alternative principal office or regional office; or
 - (iii) authorize officers to relocate or designate an alternative principal office or regional office.
- (2) During an emergency as defined in Subsection (4), unless emergency bylaws provide otherwise:
 - (a) notice of a meeting of the board of directors:
 - (i) need be given only to those directors whom it is practicable to reach; and
 - (ii) may be given in any practicable manner, including by publication or radio; and
 - (b) the officers of the nonprofit corporation present at a meeting of the board of directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.
- (3) Corporate action taken in good faith during an emergency under this section to further the ordinary business affairs of the nonprofit corporation:
 - (a) binds the nonprofit corporation; and
 - (b) may not be the basis for the imposition of liability on any director, officer, employee, or agent of the nonprofit corporation on the ground that the action was not an authorized corporate action.
- (4) An emergency exists for purposes of this section if a quorum of the directors cannot readily be obtained because of a catastrophic event.

Enacted by Chapter 300, 2000 General Session